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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CAREMARKPCS HEALTH, L.P.,)
a Delaware Limited Partnership,)
)
Plaintiff,) Case No. 07 C 6272
)
vs.) Judge Filip
WALGREEN CO.,)
an Illinois Corporation,)
)
Defendant.))
)

TEMPORARY RESTRAINING ORDER

This matter having come before the Court on November 13, 2007 for the emergency motion of Plaintiff, CaremarkPCS Health, L.P. ("Caremark"), for a Temporary Restraining Order, a hearing having been held, counsel for all parties being present, and the Court being fully advised and with good cause:

1. Based on the evidence presented by Caremark, this Court finds a reasonable likelihood that Caremark will succeed on the merits of its claim for breach of contract.
2. The Court finds that Caremark lacks an adequate remedy at law and has shown a meaningful risk of irreparable harm in the absence of a Temporary Restraining Order.
4. The balance of harms weighs in favor of a Temporary Restraining Order. Caremark has shown a meaningful risk of irreparable harm, and balanced against that Defendant Walgreen Co. ("Walgreens") does not have a meaningful risk of irreparable harm.
5. Lastly, the public interest is clearly served by granting a Temporary Restraining Order through and including November 28, 2007 at 11:59 p.m.

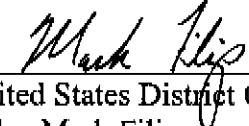
For the foregoing reasons, and for the reasons stated on the record on November 13,

2007, Plaintiff's Motion for a Temporary Restraining Order is granted and IT IS HEREBY ORDERED that:

- (a) Walgreens is prohibited from terminating its participation in the following health benefit plans administered by Caremark: (1) the Wisconsin Educational Association Trust plan; (2) the Ispat Inland Inc. plan; (3) the Johnson Controls, Inc. plan; and (4) the Progressive Corporation plan, through and including November 28, 2007 at 11:59 p.m.;
- (b) Caremark is required to post an undertaking of \$25,000 as soon as is practicable; and
- (c) This Temporary Restraining Order shall be in effect until November 28, 2007 at 11:59 p.m.

ENTERED:

BY:



United States District Court
Judge Mark Filip

Dated: 21st day of November, 2007